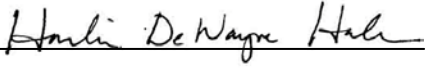




ENTERED

TAWANA C. MARSHALL, CLERK
THE DATE OF ENTRY IS
ON THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.


United States Bankruptcy Judge

Signed February 22, 2011

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

| | | |
|-------------------------------|---|-----------------------|
| IN RE: | § | Case No. 10-31169-HDH |
| | § | |
| METRO FORD TRUCK SALES, INC., | § | |
| Debtor | § | Chapter 11 |

**FINDINGS OF FACT AND CONCLUSIONS OF LAW REGARDING
PLAN MODIFICATION MOTION**

Came on for consideration, the Motion for Determination That the Plan Modifications Do Not Adversely Affect Any Accepting Creditor That Has Not Accepted the Modifications in Writing [Dkt. No. 304], filed on February 7, 2011, the “*Plan Modification Motion*.” The Court, after noting that due notice has been given as to the Plan Modification Motion to all parties-in-interest at or prior to the Confirmation Hearing and after the consideration of the evidence submitted and the arguments of counsel during the confirmation hearing makes the following findings of fact and conclusions of law:

FINDINGS OF FACT

1. Adequate information was contained in the First Amended Disclosure Statement [Dkt. No. 285] in this case as set forth in Section 1125 of the Code.
2. The Second Amended Liquidating Plan of Reorganization [Dkt. No. 286] was not modified in

such a manner that either classification or treatment of any creditor was materially altered in an adverse manner.

3. The Plan Modifications [Dkt. No. 301] provide as follows regarding Class 13:

2.1.13 Class 13 – Interests: Class 13 consists of Stan Graff and/or assign(s) which, on account of the resolution of issues between the Debtor and Ford Credit, is the owner of 100% of the pre-petition interests in the Debtor.

The Court finds that based on agreements and/or stipulations announced on the record at the hearing, and approved by the Court, Section 2.1.13 is modified, and approved as modified as follows:

2.1.13 Class 13 – Interests: Class 13 consists of the holder(s) of the interests in the Debtor.

4. The Plan Modification Motion does not cause a material adverse change to the treatment of any class of creditors or interests who have not accepted the Plan Modifications in writing. Stan Graff and all Stan Graff entities have specifically accepted the Plan Modifications in writing, with the exception of the further modification set forth above in Paragraph 3, which was accepted on the record at the hearing on the Plan Modification Motion.
5. Adequate notice of the Plan Modification Motion was provided.

CONCLUSIONS OF LAW

1. The Second Amended Liquidating Plan of Reorganization, as modified and supplemented, does not violate Sections 1122 and 1123 of the Code.
2. The Second Amended Liquidating Plan of Reorganization, as modified and supplemented, meets all of the requirements of Section 1129 of the Code.
3. The Debtor met the qualifications of Section 1125 of the Code by virtue of the First Amended Disclosure Statement.
4. All creditors and interest holders who voted in favor of and/or are deemed to have accepted the

Second Amended Liquidating Plan of Reorganization are deemed to have accepted the Plan Modifications and supplements.

END OF ORDER

APPROVED AS TO FORM AND SUBSTANCE:

/s/ Rosa R. Orenstein
Rosa R. Orenstein,
Counsel for Metro Ford Truck Sales, Inc.

/s/ E. P. Keiffer
E. P. Keiffer,
Counsel for Stan Graff, individually and all
Stan Graff related entities

/s/ Erin Schmidt
Erin Schmidt, Counsel for the US Trustee

APPROVED AS TO FORM:

/s/ Robert Johnson
Robert Johnson, Counsel for the Griffis Family

/s/ Jeffrey Fine
Jeffrey Fine, Counsel for the Foley Family members,
Eileen Beard and the Foley Family Trust

Forrest Wynne, Counsel for Sterling Truck Corporation
and Daimler Trucks North America LLC